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June 12, 2000

Matthew H Kaiser
202-585-6912

RECORDATION NO. 16494-I FILED

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N W
Washington, DC 20423

JUN 13 '00 9-30 AM
TS
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams

I am the attorney for State Street Bank and Trust Company, one of the parties described below. I have enclosed two originals of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U S Code.

This document is an Instrument of Acknowledgment of Succession, a secondary document, dated June 12, 2000. The primary document to which this document is connected is recorded under Recordation No 16494.

The names and addresses of the parties to the document are as follows:

Owner Trustee	Fleet National Bank Goodwin Square 225 Asylum Street, 23 rd Floor Hartford, CT 06103 Attn: Corporate Trust Administration
Successor Owner Trustee	State Street Bank and Trust Company Goodwin Square 225 Asylum Street, 23 rd Floor Hartford, CT 06103 Attn: Corporate Trust Administration

A description of the equipment covered by the document follows:

The equipment consists of 492 Single-Platform Front-Runner Flatcars with Single-Axle Trucks for Carrying Trailers, bearing consecutive road numbers from 145601 through 145649, from 145651 through 146026, and from 146028 through 146094, inclusive, 34 Five-Platform Articulated Spine Flatcars for Carrying Containers, bearing consecutive road numbers from 66106 through 66139, inclusive; 42 Five-Platform

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Articulated All-Purpose Spine Flatcars with Retractable Hitches for Carrying Trailers or Containers, bearing road numbers 76000, from 76002 through 76035, and from 76143 through 76149, inclusive, and 55 Five-Platform Articulated Trailer Cars, bearing road numbers 60401, from 60403 through 60408, from 60410 through 60414, from 60416 through 60454, 60562, 60563, 60566, and 60568, inclusive.

A fee of \$26 is enclosed Please return a file-stamped original to me at the address on this letterhead

A short summary of the document to appear in the index follows

Instrument of Acknowledgment of Succession, dated June 12, 2000, relating to Conditional Sale Agreement among the Connecticut National Bank (now Fleet National Bank), Owner Trustee, and Trailer Train Company, Bethlehem Steel Corporation, Trinity Industries, Inc , and Thrall Car Manufacturing Company, Sellers, with Recordation No. 16494, dated August 1, 1989, and covering 492 Single-Platform Front-Runner Flatcars with Single-Axle Trucks for Carrying Trailers, bearing consecutive serial numbers from 145601 through 145649, from 145651 through 146026, and from 146028 through 146094, inclusive, 34 Five-Platform Articulated Spine Flatcars for Carrying Containers, bearing consecutive serial numbers from 66106 through 66139, inclusive; 42 Five-Platform Articulated All-Purpose Spine Flatcars with Retractable Hitches for Carrying Trailers or Containers, bearing serial numbers 76000, from 76002 through 76035, and from 76143 through 76149, inclusive, and 55 Five-Platform Articulated Trailer Cars, bearing serial numbers 60401, from 60403 through 60408, from 60410 through 60414, from 60416 through 60454, 60562, 60563, 60566, and 60568, inclusive

Thank you for your attention to this matter

Very truly yours,

Thompson Coburn LLP



By

Matthew H Kaiser

mhk/ctl

Enclosures

INSTRUMENT OF ACKNOWLEDGMENT OF SUCCESSION

This Instrument of Acknowledgment of Succession, dated as of JUNE 12TH, 2000, by and between Fleet National Bank, a national banking association ("FNB"), individually and as the existing owner trustee under the hereafter defined Trust Agreement (the "Owner Trustee"), and State Street Bank and Trust company, a Massachusetts trust company ("State Street"), individually and as the successor owner trustee under such Trust Agreement (the "Successor Owner Trustee").

WHEREAS, FNB has served as Owner Trustee pursuant to a Trust Agreement (A), dated as of August 1, 1989 (the "Trust Agreement"), between FNB and the Owner named therein; and

WHEREAS, FNB as Owner Trustee owns one hundred percent (100%) of the title to and assets of the Trust Estate (as such term is defined in the Trust Agreement), including 492 Single Platform Front-Runner Flatcars with Single-Axle Trucks for Carrying Trailers (145601-145649, 145651-146026, 146028-146094); 34 Five-Platform Articulated Spine Flatcars for Carrying Containers (66106-66139); 42 Five-Platform Articulated All-Purpose Spine Flatcars with Retractable Hitches for Carrying Trailers or Containers (76000, 76002-76035, 76143-76149); 55 Five-Platform Articulated Trailer Cars (60401, 60403-60408, 60410-60414, 60416-60454, 60562, 60563, 60566, 60568) with STB Recordation No. 16494 (the "Rolling Stock"); and

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SURFACE TRANSPORTATION BOARD

WHEREAS, State Street is in the process of acquiring substantially all of the corporate trust business of FNB, including its interests as Owner Trustee under the Trust Agreement; and

WHEREAS, Section 7.01(d) of the Trust Agreement provides that any corporation to which substantially all the corporate trust business of the Owner Trustee shall be transferred shall, subject to satisfaction of the requirements of Section 7.01(c) of the Trust Agreement, be the Owner Trustee under the Trust Agreement without further act.

NOW THEREFORE, the parties hereto agree as follows:

1. The Successor Owner Trustee hereby acknowledges to the Owner Trustee that the Successor Owner Trustee has succeeded to one hundred percent (100%) of the Owner Trustee's right, title and interest in and to the Trust Estate (as defined in the Trust Agreement).
2. State Street represents that it satisfies the requirements of Section 7.01(c) of the Trust Agreement for a successor Owner Trustee
3. FNB and State Street each represents that State Street is acquiring substantially all of the corporate trust business of FNB.

4. Upon acceptance by the Surface Transportation Board of a certified true copy of this Instrument for recordation with the provisions of 49 C.F.R. Part 1177, the Successor Owner Trustee shall be deemed the Owner Trustee under the Trust Agreement pursuant to Section 7.01(d) thereof.

5. State Street agrees that it is assuming all of the obligations of FNB under the Trust Agreement and the other operative agreements identified in the Trust Agreement and the Successor Owner Trustee under the Trust Agreement and such other operative agreements.

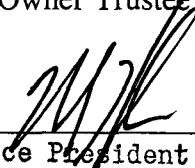
[THIS SPACE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have set forth their signatures as of the
date first set forth above.

FLEET NATIONAL BANK.
individually and as Owner Trustee

By: 
Title: AUTHORIZED SIGNATORY

STATE STREET BANK AND TRUST
COMPANY, individually and as
Successor Owner Trustee

By: 
Title: Vice President

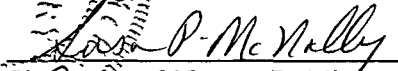
State of Connecticut)

) ss

County of Hartford)

On this 12th day of JUNE, 2000, before me personally appeared _____, to me personally known, who being by me duly sworn, says that ~~SINETTE ELLOVECKY~~ _____, a duly authorized signatory of Fleet National Bank, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

(SEAL)



Signature of Notary Public

SUSAN P. McNALLY
NOTARY PUBLIC

My commission expires _____ MY COMM EXPIRES MARCH 31, 2005

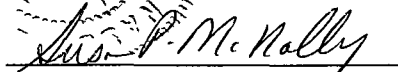
State of Connecticut)

) ss

County of Hartford)

On this 12th day of JUNE, 2000, before me personally appeared MICHAEL M. HOPKINS, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of State Street Bank and Trust Company, that said instrument was signed on behalf of said Massachusetts trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said Massachusetts trust company.

(SEAL)



Signature of Notary Public

SUSAN P. McNALLY
NOTARY PUBLIC

My commission expires _____ MY COMM EXPIRES MARCH 31, 2005

264464 v 01/19908-1203/1257/11/HO583/S5